

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE TREMONT SECURITIES LAW,)
STATE LAW AND INSURANCE)
LITIGATION)

Master File No.: 08-cv-11117(TPG)

This Document Relates to:)

State Law Action, 09 Civ. 11183)

Securities Law Action, 08 Civ. 11212)

Dated: July 21, 2011

DECLARATION OF JAMES C. HOODLET

I, JAMES C. HOODLET, declare as follows:

1. I am Vice President & Counsel of John Hancock Life Insurance Company (U.S.A.) ("John Hancock").

2. I submit this declaration in support of John Hancock's Objections to Plaintiffs' Motion for Final Approval of Partial Settlement and Objections to Motion for Award of Attorneys' Fees.

3. Attached hereto as Exhibit 1 is a true and correct copy of the Amended and Restated Limited Partnership Agreement of Tremont Opportunity Fund III, L.P., dated as of July 1, 2003.

4. The Opportunity Fund III invested a portion of its assets (approximately 22.3% when Bernard Madoff was arrested in 2008) in certain "Rye Funds" as that term is defined in the Stipulation of Partial Settlement filed in this case.

5. Upon Madoff's arrest in 2008, the Opportunity Fund III wrote down its investments in the Rye Funds to zero.

6. The write-down reduced the value of John Hancock's Opportunity Fund III investment by approximately \$11.9 million.

7. John Hancock's remaining balance in the Opportunity Fund III stands at approximately \$12.3 million, as of June 4, 2011, all of which is attributable to investments that are wholly unrelated to the Rye Funds or Madoff.

8. On or about December 18, 2009, the assets in the Opportunity Fund III were frozen by the General Partner of the Opportunity Fund III, Tremont Partners, Inc.

I declare, under penalty of perjury, that the foregoing is true and correct. Executed on July 21, 2011.


James C. Hoodlet